

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

MPM SILICONES, LLC, *et al.*,<sup>1</sup>

Reorganized Debtors.

U.S. BANK NATIONAL ASSOCIATION,  
AS INDENTURE TRUSTEE,

Plaintiff/Appellant,

v.

WILMINGTON SAVINGS FUND  
SOCIETY, FSB, AS INDENTURE  
TRUSTEE; MOMENTIVE PERFORMANCE  
MATERIALS INC.; JUNIPER BOND  
HOLDINGS I LLC; JUNIPER BOND  
HOLDINGS II LLC; JUNIPER BOND  
HOLDINGS III LLC; JUNIPER BOND  
HOLDINGS IV LLC; MOMENTIVE  
PERFORMANCE MATERIALS CHINA  
SPV INC.; MOMENTIVE PERFORMANCE  
MATERIALS HOLDINGS INC.;  
MOMENTIVE PERFORMANCE  
MATERIALS QUARTZ, INC.;  
MOMENTIVE PERFORMANCE  
MATERIALS SOUTH AMERICA INC.;  
MOMENTIVE PERFORMANCE  
MATERIALS USA INC.; MOMENTIVE  
PERFORMANCE MATERIALS  
WORLDWIDE INC.; AND MPM  
SILICONES, LLC,

Defendants/Appellees.

Case Nos. 14-7471 (VB) & 14-7472 (VB)  
Case No. 14-7492 (VB)

Confirmed

Judge Vincent L. Briccetti

Case No. 14-7471 (VB) & 14-7472 (VB)

<sup>1</sup> The last four digits of the taxpayer identification numbers of the Reorganized Debtors follow in parentheses: (i) Juniper Bond Holdings I LLC (9631); (ii) Juniper Bond Holdings II LLC (9692); (iii) Juniper Bond Holdings III LLC (9765); (iv) Juniper Bond Holdings IV LLC (9836); (v) Momentive Performance Materials China SPV Inc. (8469); (vi) Momentive Performance Materials Holdings Inc. (8246); (vii) Momentive Performance Materials Inc. (8297); (viii) Momentive Performance Materials Quartz, Inc. (9929); (ix) Momentive Performance Materials South America Inc. (4895); (x) Momentive Performance Materials USA Inc. (8388); (xi) Momentive Performance Materials Worldwide Inc. (8357); and (xii) MPM Silicones, LLC (5481). The Reorganized Debtors' executive headquarters are located at 260 Hudson River Road, Waterford, NY 12188.

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BOKF, NA, solely as Trustee for the MPM  
Escrow LLC and MPM Finance Escrow Corp.  
8.875% First Priority Senior Secured Notes  
due 2020; WILMINGTON TRUST,  
NATIONAL ASSOCIATION, solely as  
Trustee for the Momentive Performance  
Materials Inc. 10% Senior Secured Notes due  
2020,

Appellants,

v.

MOMENTIVE PERFORMANCE  
MATERIALS INC., MOMENTIVE  
PERFORMANCE MATERIALS  
WORLDWIDE INC., MOMENTIVE  
PERFORMANCE MATERIALS USA INC.,  
JUNIPER BOND HOLDINGS I LLC,  
JUNIPER BOND HOLDINGS II LLC,  
JUNIPER BOND HOLDINGS III LLC,  
JUNIPER BOND HOLDINGS IV LLC,  
MOMENTIVE PERFORMANCE  
MATERIALS QUARTZ, INC., MPM  
SILICONES, LLC, MOMENTIVE  
PERFORMANCE MATERIALS SOUTH  
AMERICA INC., MOMENTIVE  
PERFORMANCE MATERIALS CHINA  
SPV INC.,

Appellees.

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Case No. 14-7492 (VB)

**JOINDER OF APOLLO TO MEMORANDUM OF LAW IN SUPPORT OF THE  
MOTION OF THE REORGANIZED DEBTORS TO DISMISS APPEALS OF  
U.S. BANK, BOKF, NA AND WILMINGTON TRUST, N.A. AS EQUITABLY MOOT**

Apollo Global Management, LLC and certain of its affiliated funds (“Apollo”), by and  
through its undersigned counsel, hereby joins in the *Motion of the Reorganized Debtors to  
Dismiss Appeals of U.S. Bank, BOKF, NA and Wilmington Trust, N.A. as Equitably Moot* (the  
“Motion”).<sup>2</sup>

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<sup>2</sup> All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

**JOINDER**

Apollo agrees with the positions set forth in the Motion and submits that for all of the reasons articulated therein, including, *inter alia*, that the Plan has been substantially consummated and that granting Appellants any form of relief in connection with the Appeals would require its unwinding and reversal of the Confirmation Order, which would harm the Debtors' creditors, the Appeals should be dismissed as equitably moot.

Dated: November 11, 2014  
New York, New York

**AKIN GUMP STRAUSS HAUER & FELD LLP**

/s/ Abid Qureshi

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*Counsel to Apollo Global Management, LLC and certain of  
its affiliated funds*